

Filename: ex23-1.txt  
Type: EX-23  
Comment/Description: Exhibit 23.1 Consent of  
Independent Accountants

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Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-61772, 333-42275 and 333-104290), on Form S-4 (No. 333-93243), and on Form S-8 (Nos. 333-61768, 333-70859, 033-52557, 33-27032, 2-81757, 333-81085, 333-107673 and 333-113502) of Aqua America, Inc. of our report dated January 28, 2004 relating to the consolidated financial statements, which appears in the Annual Report to Shareholders, which is incorporated in this Annual Report on Form 10-K.

PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania  
March 12, 2004

Filename: ex31-1.txt  
Type: EX-31  
Comment/Description: Exhibit 31.1 Certifications  
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Exhibit 31.1

CERTIFICATION

I, Nicholas DeBenedictis, Chairman, President and Chief Executive Officer of Aqua America, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of Aqua America, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986.]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2004

NICHOLAS DEBENEDICTIS

-----  
Nicholas DeBenedictis

Chairman, President and Chief Executive Officer

Filename: ex31-2.txt  
Type: EX-31  
Comment/Description: Exhibit 31.2 Certifications  
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Exhibit 31.2

CERTIFICATION

I, David P. Smeltzer, Senior Vice President - Finance and Chief Financial Officer of Aqua America, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of Aqua America, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986.]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2004

DAVID P. SMELTZER

-----  
David P. Smeltzer

Senior Vice President - Finance and Chief Financial Officer

Filename:	ex32-1.txt
Type:	EX-32
Comment/Description:	Exhibit 32.1 Cert. Pursuant to 18 U.S.C Sec. 1350

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Exhibit 32.1

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K for the year ended December 31, 2003 of Aqua America, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nicholas DeBenedictis, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m(a) or Section 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

NICHOLAS DEBENEDICTIS

-----  
Nicholas DeBenedictis  
Chairman, President and Chief Executive Officer  
March 12, 2004

The foregoing certification shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act except to the extent this Exhibit 32.1 is expressly and specifically incorporated by reference in any such filing.

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to Aqua America, Inc. and will be retained by Aqua America, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.



Filename: ex32-2.txt  
Type: EX-32  
Comment/Description: Exhibit 32.2 Cert. Pursuant to  
18 U.S.C Sec. 1350

(this header is not part of the document)

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Exhibit 32.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K for the year ended December 31, 2003 of Aqua America, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David P. Smeltzer, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m(a) or Section 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

DAVID P. SMELTZER

-----  
David P. Smeltzer  
Senior Vice President - Finance and Chief Financial Officer  
March 12, 2004

The foregoing certification shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act except to the extent this Exhibit 32.2 is expressly and specifically incorporated by reference in any such filing.

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to Aqua America, Inc. and will be retained by Aqua America, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

ILLINOIS, INC.  
on Water Division  
ase Docket No. 04-

Reported: 2004 & 2005  
Year (2003) 12 Mo. Actual

Add est. per last K3 2004 budget - need actual adds / retirees projected - 2/3/04  
Verification CWP is \$631,539 at 12/31/03 - how much will go into adds in 04 - how much of  
05 cap exp. will be in CWP at 12/31/05? - 2/6/04 - DEA

Schedule  
Page  
Person Responsible:

B-5  
1 of 3  
J. Schroyer

Line	Account Number	Account Description	Plant as of 12/31/2003	12/31/2004	Projected 12/31/2004	Additions 2005	Retirements 2005	Transfers 2005	Ave. Future Test Year
1	301	Intangible Plant							
2	302	Franchises & Consents	\$ 6,248	136,637	\$ 6,248				\$ 6,248
3	303	Source of Supply Plant	136,637	136,637	136,637				136,637
4	304	Land and Land Rights (incl misc)	859,291	859,291	859,291				859,291
5	305	Structures and Improvements	-	-	-				-
6	306	Collecting & Impounding Res.	1,718,951	1,718,951	1,788,417	60,000	(10,000)		1,838,417
7	307	Lake, River and Other Intakes	441,128	441,128	441,128				441,128
8	308	Wells and Springs	179,128	179,128	179,128				179,128
9	309	Supply Mains	250,969	250,969	250,969				250,969
10	310	Pumping Plant	26,755	26,755	26,755				26,755
11	311	Land and Land Rights	305,684	305,684	491,434				491,434
12	312	Power Generating Equipment	202,291	202,291	202,291				202,291
13	313	Electric Pumping Equipment	1,323,859	1,323,859	1,323,859				1,323,859
14	314	Water Treatment Plant	7,227	7,227	7,227				7,227
15	315	Land and Land Rights	6,358,674	6,358,674	7,570,849	97,500	-		6,456,174
16	316	Structures and Improvements	7,544,243	7,544,243	7,570,849	-	-		7,570,849
17	317	Transmission & Dist. Plant	51,349	299,127	51,349				51,349
18	318	Land and Land Rights	1,092,500	1,092,500	3,139,800				6,471,149
19	319	Dist. Reservoirs & Standpipes	2,167,300	2,462,904	21,117,464	850,675	(100,000)		6,471,149
20	320	T & D Mains	18,754,560	5,692,110	5,945,128	247,000	(75,000)		3,139,800
21	321	Services	5,692,110	3,323,978	3,469,778	220,800	(100,000)		6,092,128
22	322	Meter Installations	5,866	104,914	110,780	96,000	-		3,615,578
23	323	Hydrants	2,129,398	217,956	2,327,354	29,700	(20,000)		2,332,204
24	324	Other Plant & Misc. Equipment	90,316	90,316	90,316				90,316
25	325	General Plant	6,021	120	6,141	30,000			6,141
26	326	Land and Land Rights	355,377	30,000	385,377	10,000	-		415,377
27	327	Laboratory Equipment	99,205	10,000	109,205	-	-		573,880
28	328	Office Furniture	573,880	6,200	573,880	-	-		573,880
29	329	Personal Computers	6,200	11,500	6,200	19,430	-		25,630
30	330	PC Software	11,500	-	11,500	-	-		11,500
31	331	Mainframe Computers	-	-	-	-	-		-
32	332	Mainframe Software	-	-	-	-	-		-
33	333	Other Machinery & Equipment	-	-	-	-	-		-
34	334	Stores Equipment	41,226	63,985	41,226	-	-		-
35	335	Power Equipment	63,985	63,985	63,985	-	-		-
36	336	Communication Equipment	115,763	49,690	115,763	-	-		-
37	337	Miscellaneous Equipment	49,690	63,750	115,763	161,750	-		115,763
38	338	Transportation Equipment	954,786	65,000	974,786	65,000	(45,000)		994,786
39	339	Tools, Shop and Garage Equip.	385,965	-	385,965	-	-		385,965
40	340	Other Tangible Plant	19,959	-	19,959	-	-		19,959
41	341	Total Utility Plant in Service	\$ 604,419,841	\$ 5,229,611	\$ 65,173,452	\$ 1,887,855	\$ (350,000)	\$ 66,711,397	\$ 55,942,385

**Mailloux, Shelia L.**

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**From:** Frank Gebhardt [gebhardtf@st-ives.com]  
**Sent:** Monday, March 15, 2004 10:44 AM  
**To:** Rubin, Bob  
**Subject:** FW: ACCEPTED FORM TYPE 10-K (0000950116-04-000827)

-----Original Message-----

**From:** EDGAR@sec.gov [mailto:EDGAR@sec.gov]  
**Sent:** Monday, March 15, 2004 6:36 AM  
**To:** PACKARDPRESS@AOL.COM; philacsr@st-ives.com  
**Subject:** ACCEPTED FORM TYPE 10-K (0000950116-04-000827)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND  
EXCHANGE  
COMMISSION.

<b>COMPANY:</b>	AQUA AMERICA INC		
<b>FORM TYPE:</b>	10-K	<b>NUMBER OF DOCUMENTS:</b>	15
<b>RECEIVED DATE:</b>	15-Mar-2004 11:35	<b>ACCEPTED DATE:</b>	15-Mar-2004 11:36
<b>FILING DATE:</b>	15-Mar-2004 11:35		
<b>TEST FILING:</b>	NO	<b>CONFIRMING COPY:</b>	NO

ACCESSION NUMBER: 0000950116-04-000827

**FILE NUMBER(S):**

1. 001-06659

THE PASSWORD FOR LOGIN CIK 0000950116 WILL EXPIRE 10-Mar-2005 20:51.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

**REGISTRANT(S):**

1. CIK: 0000078128  
COMPANY: AQUA AMERICA INC  
FORM TYPE: 10-K  
FILE NUMBER(S):  
1. 001-06659

----- NOTICE -----

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